

EXHIBIT D

Matthew Scheck

From: Matthew Scheck
Sent: Thursday, July 16, 2015 11:39 AM
To: Tessa Somers
Cc: Isaac Nesser
Subject: PHH Counterclaim

Tessa,

Further to your conversation with Isaac this morning, PHH's counterclaim asserts claims purportedly arising out of pre-petition contracts, and thus those claims are prepetition claims. Notwithstanding that PHH was notified of RFC's bankruptcy filing, the deadline for filing proofs of claim, and the Plan and Confirmation Hearing, PHH only filed a limited proof of claim, and failed to file a proof of claim preserving the claims it now asserts in its counterclaim. Accordingly, those claims were discharged (*see, e.g.*, Confirmation Order ¶ 42), and PHH is enjoined from pursuing the counterclaim (*see, e.g.*, Plan Art. IX(I)). *See also* Plan Art. IX(I)) ("Any person injured by any willful violation of this injunction shall be entitled to recover actual damages, including costs and attorneys' fees and, in appropriate circumstances, may recover punitive damages...."). If PHH is unwilling to do so, we plan to file a motion to enforce the Plan Injunction in the Bankruptcy Court, and we request that PHH consent to an extension of RFC's time to answer or otherwise respond to the Counterclaim in front of Judge Nelson, until Judge Glenn has had an opportunity to rule on that motion. Please let us know if you have any questions or would like to discuss further.

Best,

Matt

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